

IN THE SPECIFICATION

Please amend paragraph [0024] beginning at page 7 as follows:

[0024] The bottom module includes lower flow passages 80 that extend from an inlet 110 to an outlet 120, and upper flow passages 90 that extend from an inlet 140 to an outlet 150. In the lower flow passages 80, the flow of second fluid enters through inlet 110, which is located in a central portion between the tubular arrays 32, ~~[[34]]~~ 42. The baffle 34 causes the second fluid within the lower flow passages 80 to divide such that a first flow path 82 is created around one side of the baffle 34 and a second flow path 84 is created around the other side of the baffle. The portion of the second fluid that travels along the first flow path 82 is directed through the tubular array 32, and the portion of the second fluid that travels along the second flow path 84 is directed through the tubular array ~~[[34]]~~ 42. The portion of the second fluid that travels along the first flow path 82 and the portion of the second fluid that travels along the second flow path 84 join at the central location and exit through outlet 120. In the upper flow passages 90, the flow of second fluid enters through inlet 140, which is located in a central portion between the tubular arrays 32, ~~[[34]]~~ 42. The baffle 34 causes the second fluid within the upper flow passages 90 to divide such that a first flow path 92 is created around one side of the baffle 34 and a second flow path 94 is created around the other side of the baffle. The portion of the second fluid that travels along the first flow path 92 is directed through the tubular array 32, and the portion of the second fluid that travels along the second flow path 94 is directed through the tubular array ~~[[34]]~~ 42. The portion of the second fluid that travels along the first flow path 92 and the portion of the second fluid that travels along the second flow path 94 join at the central location where they travel upward through gap 37 to the next level, where the flow split is repeated.

Please amend paragraph [0029] at page 11 as follows:

[0029] In an alternative embodiment of the present invention, one or more of the cover pans 102 may be attached by bolts, screws, or other removable fixing devices. In such an embodiment it is preferable to provide a stationary sealing member in between the adjacent cover pans 102, and between the cover pans 102 and the extended portion 38 of the baffle plates 34, 36. An advantage of this alternate embodiment is that the cover pans may be removed to inspect and/or clean the heat exchanger core including the heat exchange arrays 32, ~~[[34]]~~ 42. This feature is highly-desirable under some heat exchanger service conditions, where corrosion or deposition of fouling are expected to be high.